

B26
14863 - HH
14863 - II

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

AUG 4 1988-10 30 AM

AUG 4 1988-10 30 AM

INTERSTATE COMMERCE COMMISSION

August 4, 1988

INTERSTATE COMMERCE COMMISSION

8-217A040

NO. AUG 4 1988

Date.....

Fee \$26.00

ICC Washington, D. C.

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of 1) a Supplement No. 16, dated as of August 3, 1988, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Fleet National Bank, Individually and as Agent (the "Loan Agreement") and 2) a Supplement No. 16, dated as of August 3, 1988, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, between ACF Industries, Incorporated, Assignor, to Fleet National Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/
Assignor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Mortgagee/
Assignee: Norstar Bank
40 Main Street
Hempstead, New York 11531

Aug 4 10 26 AM '88
MOTOR OPERATING UNIT
ICC OFFICE OF
THE SECRETARY

Charles T. Kappler

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
August 4, 1988
Page Two

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached to this letter and made a part hereof.

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 16 dated as of August 3, 1988, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985; and Supplement No. 16, dated as of August 3, 1988, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, covering the deletion of 247 railcars.

Very truly yours,


Charles T. Kappler

Enclosures

SCHEDULE I

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>COST</u>	<u>AAR DESG.</u>
41133 - 41134	2	\$ 89,128	C214
64899 - 64902	47	2,152,788	"
64905 - 64906			
64908			
64910 - 64919			
64921 - 64927			
64929 - 64930			
64932 - 64942			
64944			
64946			
64948 - 64949			
64952			
64954 - 64957			
64959			
65061 - 65090	30	1,390,260	"
65199 - 65228	30	1,335,990	"
65239	50	2,404,350	"
65248 - 65249			
65256 - 65257			
65260			
65266			
65273			
65278 - 65280			
65282 - 65283			
65288 - 65289			
65291 - 65292			
65294			
65297 - 65328			
65351 - 65356	6	289,140	"
51641 - 51642	2	115,108	C614
51643 - 51647	5	315,360	"
72354 - 72365	20	1,108,820	T055
72367 - 72374			
72375	10	584,482	T105
72376 - 72384			
72459 - 72462	4	173,800	"

72506 - 72511	6	235,062	"
72390 - 72391	18	757,494	T106
72393 - 72397			
72399 - 72402			
72404 - 72410			
72167 - 72169	4	179,939	T108
72171			
72170	5	224,929	"
72172			
72278			
72449			
72450			
77361 - 77366	6	321,738	T426
77353	2	106,162	T564
77356			
	<hr/> 247	<hr/> \$11,784,550	

14863-HH
RECORDED BY 14863-HH
FILED BY 14863-HH

14863-HH

AUG 4 1988-10 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT

SUPPLEMENT NO. 16
TO
SCHEDULE B
ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED DECEMBER 13, 1985
BETWEEN
ACF INDUSTRIES, INCORPORATED
("DEBTOR")
AND
NORSTAR BANK, INDIVIDUALLY AND AS AGENT ("AGENT")

WHEREAS, Debtor and the Agent (as successor in interest to Fleet National Bank) are parties to a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) have agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule B to the Loan Agreement is hereby amended by deleting therefrom the following described Collateral (as defined in the Loan Agreement), which Collateral

is hereby released from the liens and encumbrances created under and pursuant to the Loan Agreement:

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 2nd day of August, 1988.


ACF INDUSTRIES, INCORPORATED

By

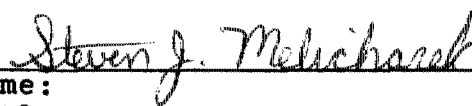

Name: Robert J. Mitchell
Title: Treasurer

NORSTAR BANK, in its individual capacity and as Agent

By


Name:
Title: A/P

By


Name:
Title: Vice President

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

ON THIS 2nd DAY OF August, 1988, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Richard M. Kahn

RICHARD M. KAHN
Notary Public, State of New York
No. 31-4862573
Qualified in New York County
Certificate Filed in New York County
Commission Expires July 14, 1990

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 2nd day of August, 1988, before me personally came BARBARA L EDMOND, to me known, who being to me duly sworn, did depose and say that she resides at 56 E. 42nd Street, New York, New York, that she is an Assistant Vice President of NORSTAR BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

Lillian Pucciariello

LILLIAN PUCCIARIELLO
Notary Public, State of New York
No. 31-8450355
Qualified in New York County
Commission Expires May 31, 1990

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 2nd day of August, 1988, before me personally came Steven J. Melkhardt, to me known, who being to me duly sworn, did depose and say that he resides at 56 E. 42nd Street, New York, New York, that he is a Vice President of NORSTAR BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

Lillian Pucciariello

LILLIAN PUCCIARIELLO
Notary Public, State of New York
No. 31-8452283
Qualified in New York County
Commission Expires May 31, 1990

SCHEDULE I

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>COST</u>	<u>AAR DESG.</u>
41133 - 41134	2	\$ 89,128	C214
64899 - 64902	47	2,152,788	"
64905 - 64906			
64908			
64910 - 64919			
64921 - 64927			
64929 - 64930			
64932 - 64942			
64944			
64946			
64948 - 64949			
64952			
64954 - 64957			
64959			
65061 - 65090	30	1,390,260	"
65199 - 65228	30	1,335,990	"
65239	50	2,404,350	"
65248 - 65249			
65256 - 65257			
65260			
65266			
65273			
65278 - 65280			
65282 - 65283			
65288 - 65289			
65291 - 65292			
65294			
65297 - 65328			
65351 - 65356	6	289,140	"
51641 - 51642	2	115,108	C614
51643 - 51647	5	315,360	"
72354 - 72365	20	1,108,820	T055
72367 - 72374			
72375	10	584,482	T105
72376 - 72384			
72459 - 72462	4	173,800	"

72506 - 72511	6	235,062	"
72390 - 72391	18	757,494	T106
72393 - 72397			
72399 - 72402			
72404 - 72410			
72167 - 72169	4	179,939	T108
72171			
72170	5	224,929	"
72172			
72278			
72449			
72450			
77361 - 77366	6	321,738	T426
77353	2	106,162	T564
77356			
	<hr/>	<hr/>	
	247	\$11,784,550	